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Attorneys for Defendant-Counterclaimant
 HONEYWELL INTERNATIONAL INC.
 and Counterclaimant HONEYWELL
 INTELLECTUAL PROPERTIES INC.

UNITED STATES DISTRICT COURT
 CENTRAL DISTRICT OF CALIFORNIA
 WESTERN DIVISION

TELEDYNE TECHNOLOGIES INC., a)
 Delaware corporation,)

Plaintiff,)

vs.)

HONEYWELL INTERNATIONAL)
 INC., a Delaware corporation,)

Defendant.)

HONEYWELL INTERNATIONAL)
 INC. and HONEYWELL)
 INTELLECTUAL PROPERTIES INC.,)
 a Delaware corporation,)

Counterclaimants.)

vs.)

TELEDYNE TECHNOLOGIES INC., a)
 Delaware corporation,)
 Counterdefendant.)

Case No. CV 06-06803

Assigned to: Hon. Margaret M. Morrow

**DECLARATION OF EPHRAIM D.
 STARR IN SUPPORT OF
 HONEYWELL'S MARKMAN
 OPENING BRIEF**

Date: January 28, 2008

Time: 9:00 a.m.

Place: Courtroom 780

DECLARATION OF EPHRAIM D. STARR

I, Ephraim D. Starr, declare as follows:

1. I am a member of the Bar of the State of California and am a partner at Kirkland & Ellis LLP, attorneys of record for Defendant-Counterclaimant Honeywell International Inc. and Counterclaimant Honeywell Intellectual Properties Inc. (collectively “Honeywell”). I submit this declaration on the basis of personal, firsthand knowledge in support of Honeywell’s *Markman* Opening Brief, and if called upon to do so, would and could competently testify as follows:

2. A true and correct copy of U.S. Patent 6,181,990 (the “’990 patent”) and its Ex Parte Reexamination Certificate Issued Under 35 U.S.C. § 307 (“’990 Reexamination Certificate”) are attached hereto as Exhibit A. The first instance of each disputed claim term in the body of the asserted claims is highlighted for ease of reference. Claims 1, 15, 18, 19 and 33, which were amended as shown in the ‘990 Reexamination Certificate that follows the original ‘990 patent, are shown stricken in the original ‘990 patent for ease of reference.

3. A true and correct copy of a document containing Honeywell’s complete proposed claim constructions for the ‘990 patent together with citations to the intrinsic record and to extrinsic evidence is attached hereto as Exhibit B.

4. A true and correct copy of a document produced by Teledyne in this case as pages numbered TDY0001985-2190, corresponding to the reexamination file history of the ‘990 Reexamination Certificate, is attached hereto as Exhibit C.

5. A true and correct copy of a document produced by Teledyne in this case

1 as pages numbered TDY0002191-2339, corresponding to the file history of the '990
2 patent, is attached hereto as Exhibit D.

3
4 6. A true and correct copy of excerpts from the file history of U.K. Patent
5 Application No. 0323990.2, the U.K. counterpart to Teledyne's U.S. Patent 6,915,189,
6 are attached hereto as exhibit E. The excerpts include Teledyne's January 14, 2006
7 Response to the November 16, 2005 U.K. Patent Office Examination Report, as well
8 as the November 16, 2005 Examination Report.

9
10 7. A true and correct copy of the Declaration of Chris Wargo is attached
11 hereto as Exhibit F.

12
13 8. A true and correct copy of a September 5, 2001 Teledyne press release
14 entitled "Teledyne Controls Announces Successful Launch of Wireless GroundLink,"
15 as obtained from the website <http://www.teledyne.com/news/groundlink.asp> on
16 November 19, 2007, is attached hereto as Exhibit G.

17
18 9. A true and correct copy of a letter from Teledyne counsel Joseph M.
19 Paunovich to me, dated November 7, 2007, is attached hereto as Exhibit H.

20
21 10. A true and correct copy of U.S. Patent 6,477,152 is attached hereto as
22 Exhibit I. The first instance of each disputed claim term in the body of the asserted
23 claims is highlighted for ease of reference.

24
25 11. A true and correct copy of a document containing Honeywell's complete
26 proposed claim constructions for the '152 patent together with citations to the intrinsic
27 record and to extrinsic evidence is attached hereto as Exhibit J.

1
2 12. A true and correct copy of U.S. Patent 6,438,468 is attached hereto as
3 Exhibit K. The first instance of each disputed claim term in the body of the asserted
4 claims is highlighted for ease of reference.

5
6 13. A true and correct copy of a document containing Honeywell's complete
7 proposed claim constructions for the '468 patent together with citations to the intrinsic
8 record and to extrinsic evidence is attached hereto as Exhibit L.

9
10 I declare under penalty of perjury under the laws of the United States of
11 America that the foregoing is true and correct.

12
13 Executed this 19th day of November, 2007 at Los Angeles, California.

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16
17
18 By: /s/ Ephraim D. Starr

19 Ephraim D. Starr
20 KIRKLAND & ELLIS LLP

21 Attorneys for Defendant
22 HONEYWELL INTERNATIONAL INC.
23 and Counterclaimants
24 HONEYWELL INTERNATIONAL INC.
25 and HONEYWELL INTELLECTUAL
26 PROPERTIES INC.

CERTIFICATE OF SERVICE

The undersigned hereby certifies that the foregoing document entitled
DECLARATION OF EPHRAIM D. STARR IN SUPPORT OF
HONEYWELL'S MARKMAN OPENING BRIEF was filed electronically in
compliance with Local Rule 5-4. As such, this notice was served on all counsel who
have consented to electronic service pursuant to Local Rule 5-4. Pursuant to Fed. R.
Civ. P. 5 (b)(2)(A) and Local Rule 5-4, all other counsel of record not deemed to have
consented to electronic service were served with a true and correct copy of the
foregoing by First Class U.S. Mail on November 19, 2007.

/s/ Ephraim D. Starr
Ephraim D. Starr